

RECORDATION NO. 5861-A Filed & Recorded

NOV 27 1970 - 1 00 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

DATED AS OF NOVEMBER 18, 1970

AMENDING

LEASE AND PURCHASE AGREEMENT

DATED AS OF OCTOBER 21, 1970

BETWEEN

ACF INDUSTRIES, INCORPORATED,  
Lessor

AND

TRAILER TRAIN COMPANY,  
Lessee

THIS SUPPLEMENTAL AGREEMENT dated November 18, 1970, between ACF Industries, Incorporated, a corporation organized under the laws of the State of New Jersey (hereinafter sometimes called the "Lessor"), and TRAILER TRAIN COMPANY, a corporation organized under the laws of Delaware with an office at 1819 Kennedy Boulevard, Philadelphia, Pennsylvania (hereinafter sometimes called the "Lessee"):

WITNESSETH:

WHEREAS by Lease and Purchase Agreement dated October 21, 1970 (hereinafter called the "Lease"), Lessor leased to Lessee the railroad flat cars therein set forth:

WHEREAS, the Lessee has requested the Lessor to supplement the Lease to include thereunder additional railroad flat cars:

NOW, THEREFORE, the parties hereto in consideration of the premises, and each intending to be legally bound hereby, do hereby agree as follows:

1. The Lease is hereby supplemented by the inclusion of the following railroad flat cars under its terms and conditions:

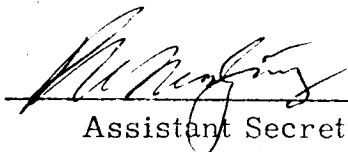
(100) 89'4" All Purpose Flat Cars, with components to be numbered 970645 to 970744, both inclusive, shall be purchased at \$20,840.00, each.

2. The Lease, as supplemented by this Agreement, shall continue in full force and effect.

3. Lessee will, at its expense, upon execution and delivery of this agreement, cause the same to be duly filed and recorded with Interstate Commerce Commission in accordance with Section 20C of the Interstate Commerce Act, as amended, and wherever else required in order to publish notice of and to protect the title of Lessor to the Cars.

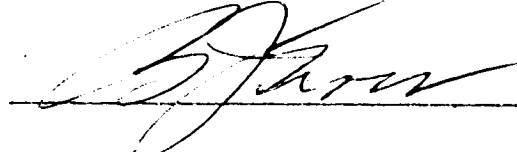
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their behalf and sealed with respective seals as of the date first above written.

ATTEST:

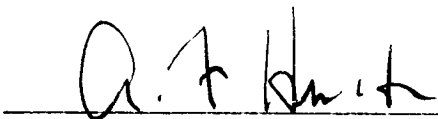
  
Assistant Secretary

SEAL

ACF INDUSTRIES, INCORPORATED

BY:   
VICE PRESIDENT

ATTEST:

  
Assistant Secretary

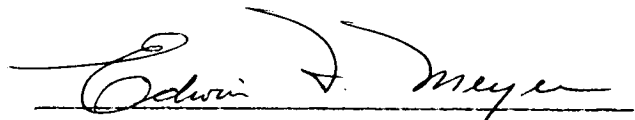
SEAL

TRAILER TRAIN COMPANY

BY:   
Assistant Treasurer

STATE OF NEW YORK )  
 ) ss.  
COUNTY OF NEW YORK)

On this 20<sup>th</sup> day of November, 1970, before me  
personally appeared B. J. Gross, to me personally  
known, who, being by me duly sworn, says that he is VICE PRESIDENT  
of ACF Industries, Incorporated, that the seal affixed to the foregoing  
instrument was signed and sealed on behalf of said corporation by  
authority of its Board of Directors and he acknowledged that the execution  
of the foregoing instrument was the free act and deed of said corporation.



EDWIN E. MEYER  
NOTARY PUBLIC, State of New York  
No. 30-7917803  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires March 30, 1972

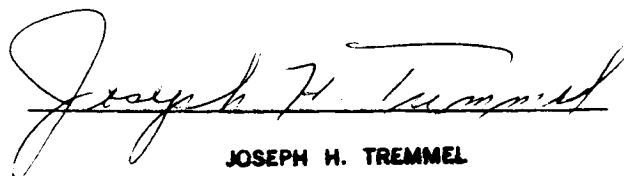
COMMONWEALTH OF PENNSYLVANIA )  
 ) ss.  
COUNTY OF PHILADELPHIA )

On this 18<sup>th</sup> day of November, 1970 before me

personally appeared, R. E. Zimmerman, to me personally

known, who, being by me duly sworn, says that he is ~~Assistant Treasurer~~<sup>68</sup>

of Trailer Train Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



JOSEPH H. TREMMEL  
Notary Public, Philadelphia, Philadelphia Co.  
My Commission Expires April 8, 1976

CERTIFICATE OF ACCEPTANCE  
UNDER LEASE AND PURCHASE AGREEMENT

TO: ACF INDUSTRIES, INCORPORATED

I duly appointed inspector and authorized representative of Trailer Train Company (hereinafter called the "Lessee"), for the purpose of the Lease and Purchase Agreement dated October 21, 1970, amended November 18, 1970, between you, as Manufacturer, and the Lessee do hereby certify that I have inspected, received, approved and accepted delivery on behalf of the Lessee and under said Lease and Purchase Agreement of the following units of railroad equipment:

Type of Cars:

Place Accepted:                      St. Louis, Missouri

Date Accepted:

Number of Units:

Numbered:

I do further certify that the foregoing cars are in good order and condition and conform to the specifications applicable thereto, and to all applicable Interstate Commerce Commission requirements and specifications and to all standards recommended by the Association of American Railroads.

The execution of this certificate will in no way relieve the Manufacturer or decrease his responsibility to produce and deliver the railroad equipment indicated above in accordance with the terms of the Purchase Agreement, be of good workmanship, constructed with quality materials, and be free of defects.

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Inspector and Authorized  
Representative of  
TRAILER TRAIN COMPANY

SPECIAL CERTIFICATE

TO: TRAILER TRAIN COMPANY

I, duly appointed inspector and authorized representative of Trailer Train Company, (hereinafter called the "Company"), do hereby certify that I have inspected the following described flat cars at the time and place of their acceptance on behalf of the Company under the terms of a Lease and Purchase Agreement dated October 21, 1970, amended November 18, 1970 between ACF INDUSTRIES, INCORPORATED and the Company:

Type of Cars:

Number of Units:

Place Accepted: St. Louis, Missouri

Date Accepted:

Numbered:

I do further certify that there was plainly, distinctly, permanently, and conspicuously marked by stencilling on each side of each unit at the time of its acceptance, in letters not less than one inch in height, the following legend:

"OWNED BY A BANK OR TRUST COMPANY UNDER A  
SECURITY AGREEMENT FILED UNDER THE INTERSTATE  
COMMERCE ACT, SECTION 20c"

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Inspector and Authorized  
Representative of  
TRAILER TRAIN COMPANY